



LEXIS Document Services

August 2, 1999

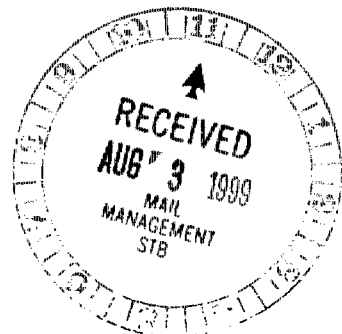
Taleda Stokes
Surface Transportation Board
Recordation Office
1925 K Street, N.W., Suite 70
Washington D.C. 20423

RECORDATION NO. 22307

FILED

AUG 9 '99

8-16AM



Dear Taleda,

Enclosed are three (3) originals of the Memorandum of Railcar Lease Agreement dated as of 4/30/99. This is a primary document.

Lessor: THE CIT GROUP/EQUIPMENT FINANCING INC

Lessee: CONAGRA, INC

The equipment involved in this transaction is as follows:

Equipment: 10-5230 COVERED HOPPER RAILCARS

Please file this Memorandum as a primary document and return TWO (2) stamped original to my attention. A check covering the filing fee of \$26.00 is enclosed.

If you have any questions regarding the filing, please feel free to call me at 800-634-9738 ext. 20254.

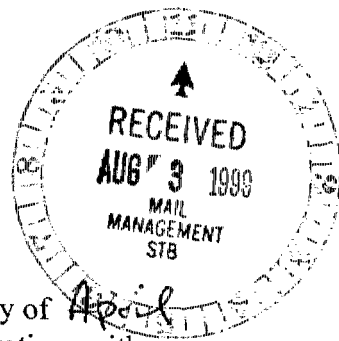
Thank you for your prompt assistance.

Sincerely,

Rebecca Heisler
Administrator

AUG 9 '99

8-15AM



MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 30 day of April, 1999, is made by The CIT Group/Equipment Financing, Inc., a New York corporation, with an address at 1211 Avenue of the Americas, New York, New York 10036 (the "Lessor"), and ConAgra, Inc., a Delaware corporation, with an address at One ConAgra Drive, Omaha, NE 68102-5001 (the "Lessee" and, together with the Lessor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and the Lessee entered into that certain Master Railcar Lease (the "Lease") dated as of April 30, 1999 covering the equipment listed on Schedule A hereto (the "Equipment");

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid Lease, and the respective interests therein of the Parties and accordingly the Parties have caused this memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Lease, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

IN WITNESS WHEREOF, the undersigned has caused this Document to be executed by a duly authorized officer as of the day and year first above written.

THE CIT GROUP/EQUIPMENT FINANCING, INC.,

By: Lawrence E. LittlefieldName: Lawrence E. LittlefieldTitle: Vice President

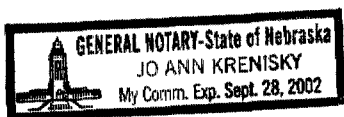
CONAGRA, INC.

By: SIR MURRAYName: SIR MURRAYTitle: Manages Rail

STATE OF) Nebraska
) SS:
COUNTY OF) Douglas

On this 15th day of July, 1999 before me personally appears David Lynn Myers, to me personally known, who by me duly sworn, says that he/she is the Executive Vice President of CONAGRA, INC. (the "Company"), that the foregoing instrument was signed on behalf of the said Company by authority of its Board of Directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of the said Company.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.



Jo Ann Krenisky
Notary Public

[SEAL]

My Commission expires:

STATE OF NEW YORK)
) SS:
COUNTY OF NEW YORK)

On this 5th day of May, 1999 before me personally appears LAWRENCE E. LITTLEFIELD, to me personally known, who by me duly sworn, says that he/she is the Vice-President of THE CIT GROUP/EQUIPMENT FINANCING, INC. (the "Company"), that the foregoing instrument was signed on behalf of the said Company by authority of its Board of Directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of the said Company.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.

Barbara Garner
Notary Public

[SEAL]

My Commission expires

BARBARA GARNER
Notary Public, State of New York
No. 01GA5065133
Qualified in Nassau County
Certificate filed in New York County
Commission Expires Sept. 3, 2000

Schedule A

- 1 CEFX 75096
- 2 CEFX 75108
- 3 CEFX 75112
- 4 CEFX 75116
- 5 CEFX 75120
- 6 CEFX 75134
- 7 CEFX 75138
- 8 CEFX 75142
- 9 CEFX 75148
- 10 CEFX 75153